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PATRICK E. LUFFY, CLERK

IN THE UNITED STATES DISTRICT COURT

FOR THE DISTRICT OF MONTANA

BY
DEPUTY CLERK

BUTTE DIVISION

In re TOUCH AMERICA HOLDINGS,
INC. SECURITIES LITIGATION

No. CV-02-57-BU-SEH

This Document Relates To:

ALL ACTIONS.

**ORDER CERTIFYING THE
SECURITIES SETTLEMENT
CLASS IN THE SECURITIES
ACTION**

WHEREAS, a class action is pending before the Court entitled *In re Touch America Holdings, Inc. Securities Litigation*, No. CV-02-0057-BU-SEH (the "Securities Action");

WHEREAS, the Court has received the Touch America Stipulation of Settlement dated as of November 13, 2009 (the "Securities Settlement Agreement") and the Amendment to Touch America Securities Stipulation of Settlement dated December 3, 2009 (the "Amendment"), that have been entered into by the Securities Lead Plaintiff and TA Securities Defendants, and the Court has reviewed the Securities Settlement Agreement and its attached Exhibits;

WHEREAS, the Securities Lead Plaintiff having made application, pursuant to Federal Rule of Civil Procedure 23, for an order preliminarily certifying the Securities Settlement Class for purposes of the settlement; and the Court having read and considered the Securities Settlement Agreement and the Exhibits annexed thereto and the Amendment; and

WHEREAS, all defined terms contained herein shall have the same meanings as set forth in the Securities Settlement Agreement and the Amendment;

ORDERED:

1. The Court hereby appoints Gerald R. Vogt as Securities Class Representative and appoints Securities Lead Counsel Jeffrey Lawrence of Coughlin Stoia Geller Rudman & Robbins LLP as Securities Class Counsel.

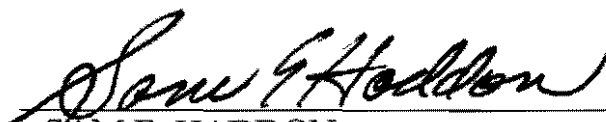
2. Pursuant to Rule 23 of the Federal Rules of Civil Procedure, the Court hereby conditionally certifies, for purposes of effectuating this settlement, a Securities Settlement Class of all Persons who purchased the common stock of Montana Power during the period January 30, 2001 through November 14, 2001, inclusive, and who incurred losses on such purchases. Excluded from the Securities Settlement Class are the TA Securities Defendants, members of the immediate family of the Individual Securities Defendant, any entity in which any TA Securities Defendant has or had a controlling interest, the defendants in the various actions that comprise the Litigation (as defined in the Securities Settlement Agreement), and the legal representatives, heirs, successors, or assigns of any such excluded person or entity. Also excluded from the Securities Settlement Class are those Persons who timely and validly request exclusion from the Securities Settlement Class pursuant to the Notice of Pendency and Proposed Settlement of Touch America Securities Action.

3. With respect to the Securities Settlement Class, this Court finds for the purposes of effectuating this settlement that (a) the Members of the Securities Settlement Class are so numerous that joinder of all Securities Settlement Class Members in the class action is impracticable; (b) there are questions of law and fact common to the Securities Settlement Class that predominate over any individual questions; (c) the claims of the Securities Lead Plaintiff are typical of the claims of the Securities Settlement Class; (d) the Securities Lead Plaintiff and Securities Lead

Counsel have fairly and adequately represented and protected the interests of all of the Securities Settlement Class Members; and (e) a class action is superior to other available methods for the fair and efficient adjudication of the controversy, considering: (i) the interests of the Members of the Securities Settlement Class in individually controlling the prosecution of the separate actions; (ii) the extent and nature of any litigation concerning the controversy already commenced by Members of the Securities Settlement Class; (iii) the desirability or undesirability of continuing the litigation of these claims in this particular forum; and (iv) the difficulties likely to be encountered in the management of the class action.

4. Any Person who desires to request exclusion from the Securities Settlement Class shall do so on or before April 30, 2010, in the manner to be described in the Notice of Pendency and Proposed Settlement of Touch America Securities Action (the "Notice"). All Persons who submit valid and timely requests for exclusion in the manner set forth in the Notice shall have no rights under the Securities Settlement Agreement, shall not share in the distribution of the available settlement funds, and shall not be bound by the Securities Settlement Agreement or the Judgment entered in the Securities Action.

DATED this 10th day of February, 2010.

A handwritten signature in black ink, appearing to read "Sam E. Haddon", is written over a horizontal line.

SAM E. HADDON

United States District Judge